

Hearing Date and Time: March 29, 2011 at 9:45 a.m. (ET)  
Response Date and Time: March 22, 2011 at 4:00 p.m. (ET)

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

MOTORS LIQUIDATION COMPANY,  
*et al.*

Debtors.

Chapter 11

Case No. 09-50026 (REG)

Jointly Administered

**RESPONSE OF THE ROSE TOWNSHIP GROUP TO THE  
DEBTORS' 208<sup>TH</sup> OMNIBUS OBJECTION TO CLAIMS**

Akzo Nobel Coatings, Inc. holding Claim No. 51292, CNA Holdings LLC f/k/a CNA Holdings, Inc. Claim No. 51293, Detrex Corporation holding Claim No. 51294, Federal Screw Works holding Claim No. 48496, Ford Motor Company holding Claim No. 48497, Michelin North America (successor to Uniroyal Goodrich Tire Co., Inc. holding Claim No. 51291 and TRW Automotive US LLC, as Assignee of the Former TRW, Inc. holding Claim No. 51265 (collectively the “**Rose Township Group**”), by and through its undersigned counsel, submit this Response to the Debtors’ 208<sup>th</sup> Objection to Claims (the “**Objection**”), and in support thereof states as follows:

1. Each member of the Rose Township Group timely filed its respective proof of claim (the “**Rose Township Claims**”) based upon an August 8, 1989 Consent Decree between, among others, the U.S. Environmental Protection Agency, one of more of the Debtors

and the Rose Township Group that was entered in the United States District Court for the Eastern District of Michigan (the “**Consent Decree**”).

2. Although none of the Rose Township Group admitted or acknowledged liability for the Rose Township Site in Oakland County, Michigan (the “**Site**”), the Consent Decree jointly and severally obligated various parties, including one of more of the Debtors and the Rose Township Group, to finance and perform remediation at the Site.

3. On or about January 28, 2011, the Debtors filed the Objection asserting that the Rose Township Group is not entitled to any future costs relating to the Site based upon 11 U.S.C. §502(e)(1)(B), and asking the Court to disallow and expunge the Rose Township Claims.

4. The time in which to respond to the Objection was originally February 22, 2011 at 4:00 p.m. (eastern time), which was extended by the Debtors until March 22, 2011 at 4:00 p.m. (eastern time) (the “**Response Date**”). The Debtors reflected on the Notice of Agenda for the March 1, 2011 hearings that the Rose Township Group had responded informally to the Objection.

5. Based upon this Court’s bench decisions in the Lyondell Chemical and Chemtura Corporation chapter 11 cases disallowing environmental contribution claims by co-liable parties, the Rose Township Group acknowledges that it will not be entitled to future costs.

6. The Rose Township Group, however, is entitled to the actual amounts spent or expended with respect to the Site.

7. The Objection does not mention or discuss past costs, and the Objection is unclear as to the relief sought by the Debtors in the Objection.

8. The Rose Township Group has no objection to the Rose Township Claims being disallowed for future costs only, but objects to the disallowance and expungement of each of the Rose Township Claims in full.

9. On or about February 17, 2011, the Rose Township Group sent to Debtors' counsel documentation to support the amounts actually spent or expended by each member of the Rose Township Group on behalf of the Site. Despite numerous follow-ups by counsel to the Rose Township Group, the Rose Township Group is still awaiting a response from the Debtors as to the allowance and liquidation of the Rose Township Claims.

WHEREFORE, for the reasons stated herein, the Rose Township Group requests that the Court deny the Objection.

RESPECTFULLY SUBMITTED,

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Dated: March 22, 2011

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